

RECORDATION NO. 23362 FILED

JAN 25 '01 12-20 AM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 25, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease of Railroad Equipment, dated as of December 29, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Fleet Capital Leasing
50 Kennedy Plaza, 5th Floor
Providence, RI 02903-2305

Lessee: Chicago, Central and Pacific
Railroad Company
455 N. Cityfront Plaza Dr.
Chicago, IL 60611

A description of the railroad equipment covered by the enclosed documents is:

630 covered hopper railcars bearing CC reporting marks and road numbers ranging from 9029 to 801265

Mr. Vernon A. Williams
January 25, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease of Railroad Equipment between Fleet Capital Corporation, Lessor, and Chicago, Central and Pacific Railroad Company, Lessee, covering 630 covered hopper railcars bearing CC reporting marks and road numbers ranging from 9029 to 801265.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM dated as of December 29, 2000, among
CHICAGO, CENTRAL AND PACIFIC RAILROAD
COMPANY, a Delaware corporation (hereinafter called the
Lessee), and FLEET CAPITAL CORPORATION, a Rhode Island
corporation (hereinafter called the **Owner**)

WHEREAS, the Lessee and the Owner have entered into that certain Lease of Railroad
Equipment dated as of December 29, 2000 (hereinafter called the **Lease**), covering the railroad
equipment listed in Schedule A hereto, bearing the road numbers of the Lessee shown in said
Schedule A, and all additions and alterations thereto, replacements thereof and substitutions
therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the leasing of
the railroad equipment listed in Schedule A hereto from the Owner to the Lessee, and
accordingly have caused this MEMORANDUM to be executed by their officers thereunto duly
authorized, as of the date first above written.

This MEMORANDUM may be executed in any number of counterparts and by the
different parties hereto on separate counterparts, all of which together shall constitute a single
agreement.

Chicago, Central and Pacific Railroad Company

By: John A. N. Lamont
Name: John A. N. Lamont
Title: Sr. Manager, Asset Finance

Fleet Capital Corporation

By: _____
Name: _____
Title: _____

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SURFACE TRANSPORTATION BOARD

MEMORANDUM dated as of December 29, 2000, among
CHICAGO, CENTRAL AND PACIFIC RAILROAD
COMPANY, a Delaware corporation (hereinafter called the
Lessee), and FLEET CAPITAL CORPORATION, a Rhode Island
corporation (hereinafter called the **Owner**)

WHEREAS, the Lessee and the Owner have entered into that certain Lease of Railroad Equipment dated as of December 29, 2000 (hereinafter called the **Lease**), covering the railroad equipment listed in Schedule A hereto, bearing the road numbers of the Lessee shown in said Schedule A, and all additions and alterations thereto, replacements thereof and substitutions therefor,

IN WITNESS WHEREOF, the parties wish to show for the public record the leasing of the railroad equipment listed in Schedule A hereto from the Owner to the Lessee, and accordingly have caused this MEMORANDUM to be executed by their officers thereunto duly authorized, as of the date first above written.

This MEMORANDUM may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

Chicago, Central and Pacific Railroad Company

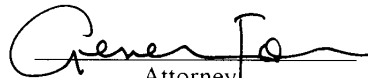
By: _____
Name:
Title:

Fleet Capital Corporation

By: Patricia M. Smith
Name:
Title: **PATRICIA M. SMITH**
Assistant Vice President

PROVINCE OF QUEBEC)
) SS:
DISTRICT OF MONTREAL)

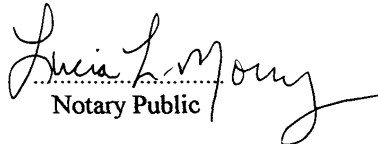
On this 22nd day of January, 2001, before me personally appeared John A.N. Lamont, to me personally known, who, by me being duly sworn, says that he is Sr. Manager, Asset Finance of CHICAGO, CENTRAL AND PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act of said corporation.


Attorney

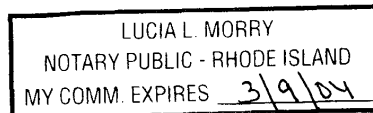
Bar Number: 190021-B

STATE OF RHODE ISLAND)
) SS.:
COUNTY OF PROVIDENCE)

On this 24th day of January, 2001, before me personally appeared ^{Patricia M. Smith} ~~she~~ ^{Assistant Vice President} ~~he~~ to me personally known, who, by me being duly sworn, says that ~~she~~ ^{she} is ~~Assistant Vice President~~ ^{Assistant Vice President} of FLEET CAPITAL CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and ~~he~~ ^{she} acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My commission expires



Schedule A

Equipment Description

630 4,750 cubic foot gravity unloading covered hoppers, with AAR mechanical designation LO, bearing the following marks and numbers:

| | | | | | |
|-----------|-----------|-----------|-----------|-----------|-----------|
| CC 9029 | CC 49305 | CC 53796 | CC 53853 | CC 57446 | CC 476500 |
| CC 9039 | CC 49324 | CC 53797 | CC 53854 | CC 57494 | CC 476501 |
| CC 9134 | CC 49336 | CC 53798 | CC 53859 | CC 57500 | CC 476506 |
| CC 41692 | CC 49360 | CC 53800 | CC 53948 | CC 475036 | CC 476829 |
| CC 46108 | CC 49362 | CC 53801 | CC 53954 | CC 475056 | CC 476830 |
| CC 46761 | CC 49365 | CC 53803 | CC 53984 | CC 475075 | CC 476909 |
| CC 46767 | CC 49386 | CC 53804 | CC 53988 | CC 475087 | CC 477111 |
| CC 46784 | CC 49431 | CC 53805 | CC 54174 | CC 475149 | CC 477128 |
| CC 46790 | CC 49446 | CC 53806 | CC 54320 | CC 475268 | CC 477130 |
| CC 46795 | CC 49449 | CC 53807 | CC 54377 | CC 475284 | CC 477229 |
| CC 46827 | CC 49454 | CC 53808 | CC 54422 | CC 475292 | CC 477232 |
| CC 46843 | CC 49478 | CC 53810 | CC 54442 | CC 475296 | CC 477233 |
| CC 46844 | CC 49481 | CC 53813 | CC 54647 | CC 475310 | CC 477240 |
| CC 46845 | CC 50324 | CC 53815 | CC 54656 | CC 475314 | CC 477244 |
| CC 46846 | CC 50338 | CC 53816 | CC 54673 | CC 475315 | CC 477245 |
| CC 46848 | CC 50434 | CC 53817 | CC 54691 | CC 475325 | CC 477247 |
| CC 46851 | CC 50441 | CC 53819 | CC 54692 | CC 475463 | CC 477250 |
| CC 46852 | CC 50810 | CC 53820 | CC 54738 | CC 475475 | CC 477251 |
| CC 46854 | CC 50995 | CC 53821 | CC 54781 | CC 475499 | CC 477973 |
| CC 46856 | CC 52805 | CC 53822 | CC 55121 | CC 475527 | CC 478008 |
| CC 46857 | CC 52823 | CC 53823 | CC 55130 | CC 475533 | CC 478042 |
| CC 46859 | CC 52830 | CC 53824 | CC 55139 | CC 475547 | CC 478058 |
| CC 46860 | CC 52952 | CC 53825 | CC 55141 | CC 475613 | CC 478387 |
| CC 46864 | CC 52957 | CC 53827 | CC 55172 | CC 475622 | CC 478389 |
| CC 46865 | CC 52994 | CC 53828 | CC 55273 | CC 475645 | CC 478394 |
| CC 46867 | CC 53519 | CC 53829 | CC 55311 | CC 475701 | CC 478395 |
| CC 46868 | CC 53580 | CC 53831 | CC 55313 | CC 475702 | CC 478397 |
| CC 47460 | CC 53590 | CC 53832 | CC 55328 | CC 475718 | CC 478398 |
| CC 47479 | CC 53633 | CC 53835 | CC 55442 | CC 475719 | CC 478399 |
| CC 49119 | CC 53634 | CC 53836 | CC 55625 | CC 476115 | CC 478407 |
| CC 49163 | CC 53638 | CC 53838 | CC 55666 | CC 476143 | CC 478414 |
| CC 49169 | CC 53743 | CC 53840 | CC 55669 | CC 476163 | CC 478423 |
| CC 49186 | CC 53769 | CC 53841 | CC 56126 | CC 476172 | CC 478433 |
| CC 49193 | CC 53770 | CC 53842 | CC 56288 | CC 476212 | CC 478482 |
| CC 49204 | CC 53771 | CC 53843 | CC 56291 | CC 476228 | CC 478483 |
| CC 49211 | CC 53772 | CC 53845 | CC 56294 | CC 476242 | CC 478547 |
| CC 49231 | CC 53773 | CC 53846 | CC 56296 | CC 476355 | CC 478597 |
| CC 49241 | CC 53778 | CC 53847 | CC 57306 | CC 476366 | CC 478735 |
| CC 49247 | CC 53780 | CC 53849 | CC 57315 | CC 476403 | CC 478884 |
| CC 49268 | CC 53794 | CC 53850 | CC 57405 | CC 476493 | CC 478893 |
| CC 49274 | CC 53795 | CC 53851 | CC 57422 | CC 476498 | CC 478903 |
| CC 478917 | CC 481162 | CC 481886 | CC 481938 | CC 481986 | CC 482037 |
| CC 478930 | CC 481163 | CC 481887 | CC 481939 | CC 481987 | CC 482038 |
| CC 478934 | CC 481164 | CC 481888 | CC 481940 | CC 481988 | CC 482040 |

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|-----------|-----------|-----------|-----------|-----------|-----------|
| CC 478935 | CC 481165 | CC 481889 | CC 481941 | CC 481989 | CC 482041 |
| CC 478940 | CC 481166 | CC 481890 | CC 481942 | CC 481990 | CC 482042 |
| CC 478948 | CC 481167 | CC 481891 | CC 481943 | CC 481991 | CC 482043 |
| CC 478960 | CC 481168 | CC 481892 | CC 481944 | CC 481992 | CC 482044 |
| CC 478961 | CC 481169 | CC 481893 | CC 481945 | CC 481993 | CC 482045 |
| CC 478962 | CC 481171 | CC 481895 | CC 481946 | CC 481994 | CC 482046 |
| CC 478980 | CC 481172 | CC 481896 | CC 481947 | CC 481995 | CC 482047 |
| CC 479078 | CC 481173 | CC 481897 | CC 481948 | CC 481996 | CC 482048 |
| CC 479231 | CC 481174 | CC 481898 | CC 481949 | CC 481997 | CC 482049 |
| CC 479359 | CC 481175 | CC 481899 | CC 481950 | CC 481998 | CC 482075 |
| CC 479370 | CC 481176 | CC 481900 | CC 481951 | CC 481999 | CC 482080 |
| CC 479375 | CC 481177 | CC 481901 | CC 481952 | CC 482000 | CC 482081 |
| CC 479388 | CC 481178 | CC 481902 | CC 481953 | CC 482001 | CC 482082 |
| CC 479397 | CC 481179 | CC 481903 | CC 481954 | CC 482002 | CC 482083 |
| CC 479775 | CC 481180 | CC 481904 | CC 481955 | CC 482003 | CC 482084 |
| CC 480267 | CC 481181 | CC 481905 | CC 481956 | CC 482004 | CC 482088 |
| CC 480272 | CC 481182 | CC 481906 | CC 481957 | CC 482005 | CC 482095 |
| CC 480280 | CC 481183 | CC 481908 | CC 481958 | CC 482006 | CC 482104 |
| CC 480290 | CC 481184 | CC 481909 | CC 481959 | CC 482007 | CC 482108 |
| CC 480658 | CC 481185 | CC 481910 | CC 481960 | CC 482008 | CC 482114 |
| CC 480734 | CC 481186 | CC 481911 | CC 481961 | CC 482009 | CC 482117 |
| CC 480800 | CC 481187 | CC 481913 | CC 481962 | CC 482010 | CC 482145 |
| CC 481007 | CC 481188 | CC 481914 | CC 481963 | CC 482011 | CC 482146 |
| CC 481012 | CC 481189 | CC 481915 | CC 481964 | CC 482012 | CC 482147 |
| CC 481016 | CC 481190 | CC 481916 | CC 481965 | CC 482013 | CC 482148 |
| CC 481032 | CC 481191 | CC 481917 | CC 481966 | CC 482014 | CC 482149 |
| CC 481039 | CC 481192 | CC 481918 | CC 481967 | CC 482015 | CC 482182 |
| CC 481049 | CC 481193 | CC 481919 | CC 481968 | CC 482016 | CC 482521 |
| CC 481100 | CC 481194 | CC 481920 | CC 481969 | CC 482019 | CC 482533 |
| CC 481101 | CC 481195 | CC 481921 | CC 481970 | CC 482021 | CC 482550 |
| CC 481102 | CC 481196 | CC 481922 | CC 481971 | CC 482022 | CC 482581 |
| CC 481103 | CC 481197 | CC 481924 | CC 481972 | CC 482023 | CC 483646 |
| CC 481104 | CC 481198 | CC 481925 | CC 481973 | CC 482024 | CC 483647 |
| CC 481150 | CC 481199 | CC 481926 | CC 481974 | CC 482025 | CC 486461 |
| CC 481151 | CC 481875 | CC 481927 | CC 481975 | CC 482026 | CC 800016 |
| CC 481152 | CC 481876 | CC 481928 | CC 481976 | CC 482027 | CC 800024 |
| CC 481153 | CC 481877 | CC 481929 | CC 481977 | CC 482028 | CC 800026 |
| CC 481154 | CC 481878 | CC 481930 | CC 481978 | CC 482029 | CC 800028 |
| CC 481155 | CC 481879 | CC 481931 | CC 481979 | CC 482030 | CC 800035 |
| CC 481156 | CC 481880 | CC 481932 | CC 481980 | CC 482031 | CC 800036 |
| CC 481157 | CC 481881 | CC 481933 | CC 481981 | CC 482032 | CC 800037 |
| CC 481158 | CC 481882 | CC 481934 | CC 481982 | CC 482033 | CC 800044 |
| CC 481159 | CC 481883 | CC 481935 | CC 481983 | CC 482034 | CC 800045 |
| CC 481160 | CC 481884 | CC 481936 | CC 481984 | CC 482035 | CC 800053 |
| CC 481161 | CC 481885 | CC 481937 | CC 481985 | CC 482036 | CC 800055 |
| CC 800061 | CC 800380 | | | | |
| CC 800063 | CC 800383 | | | | |
| CC 800069 | CC 800389 | | | | |
| CC 800071 | CC 800391 | | | | |
| CC 800074 | CC 800398 | | | | |
| CC 800075 | CC 800402 | | | | |

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| CC 800091 | CC 800406 |
| CC 800093 | CC 800410 |
| CC 800098 | CC 800418 |
| CC 800099 | CC 800422 |
| CC 800101 | CC 800428 |
| CC 800119 | CC 800430 |
| CC 800125 | CC 800434 |
| CC 800133 | CC 800437 |
| CC 800143 | CC 800445 |
| CC 800148 | CC 800473 |
| CC 800149 | CC 800493 |
| CC 800159 | CC 800501 |
| CC 800162 | CC 800502 |
| CC 800165 | CC 800504 |
| CC 800166 | CC 800507 |
| CC 800167 | CC 800511 |
| CC 800186 | CC 800524 |
| CC 800188 | CC 800526 |
| CC 800190 | CC 800529 |
| CC 800191 | CC 800532 |
| CC 800210 | CC 800548 |
| CC 800212 | CC 800558 |
| CC 800215 | CC 800559 |
| CC 800218 | CC 800560 |
| CC 800222 | CC 800566 |
| CC 800240 | CC 800567 |
| CC 800242 | CC 800568 |
| CC 800243 | CC 800600 |
| CC 800246 | CC 800604 |
| CC 800258 | CC 800607 |
| CC 800332 | CC 800613 |
| CC 800334 | CC 800617 |
| CC 800337 | CC 800622 |
| CC 800341 | CC 800689 |
| CC 800344 | CC 800696 |
| CC 800348 | CC 800878 |
| CC 800349 | CC 800880 |
| CC 800352 | CC 800893 |
| CC 800356 | CC 801058 |
| CC 800363 | CC 801075 |
| CC 800371 | CC 801081 |
| CC 800375 | CC 801265 |